

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

Roger Krueger; Jeffrey Olson;
Edward Pope; Deborah Tuckner;
Bernice Hillukka; and Susan Wones,
individually and as representatives of
a, class of similarly situated persons,
and on behalf of the Ameriprise
Financial 401(k) Plan,

Plaintiffs,

v.

Ameriprise Financial, Inc.;
Ameriprise Financial, Inc. Employee
Benefits Administration Committee;
Michelle Rudlong; Ameriprise
Financial, Inc. 401(k) Investment
Committee; Compensation and
Benefits Committee of the Board of
Directors of Ameriprise Financial,
Inc.; Ira D. Hall; Warren D.
Knowlton; W. Walker Lewis; Siri S.
Marshall; Jeffrey Noddle; Richard F.
Powers III; Robert F. Sharpe, Jr., and
John Does 1-60,

Defendants.

Civil File No. 11-CV-02781 (SRN/JSM)

**DEFENDANTS' AMENDED MOTION
TO DISMISS FOR FAILURE TO
STATE A CLAIM**

Defendants Ameriprise Financial, Inc., Ameriprise Financial, Inc. Employee
Benefits Administration Committee, Michelle Rudlong, Ameriprise Financial, Inc. 401(k)
Investment Committee, Compensation and Benefits Committee of the Board of
Directors of Ameriprise Financial, Inc., Ira D. Hall, Warren D. Knowlton, W. Walker
Lewis, Siri S. Marshall, Jeffrey Noddle, Richard F. Powers III, and Robert F. Sharpe, Jr.

hereby respectfully move the Court for an Order dismissing the Class Action Complaint with prejudice in its entirety for failure to state a claim, pursuant to Federal Rules of Civil Procedure Rule 12(b)(6). This motion is based upon all the files and records herein, including the parties' memorandum of law and all exhibits and affidavits thereto, which will be submitted in compliance with the rules of Court, as well as the arguments of counsel.

Dated: January 17, 2012

O'MELVENY & MYERS LLP

By s/ Benjamin G. Bradshaw

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